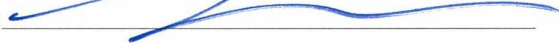


READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159Approved by OMB
3060-0589
Page No 1 of 2

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bingham McCutchen LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 c/o Jeffrey R. Strenkowski			
(5) STREET ADDRESS LINE NO. 2 2020 K Street, N.W.			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006 1806
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6000		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004-3539-00		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME TVC Albany, Inc.			
(14) STREET ADDRESS LINE NO. 1 41 State Street, 10th Floor			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Albanv		(17) STATE NY	(18) ZIP CODE 12207
(19) DAYTIME TELEPHONE NUMBER (include area code) 518-598-0900		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0006-0977-11		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Jeffrey R. Strenkowski</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u></u>		DATE <u>4/5/2013</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) FORM 159-C Page No 2 of 2		SPECIAL USE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB – ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME TelJet Longhaul, LLC		
(14) STREET ADDRESS LINE NO. 1 45 Krupp Drive		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Williston	(17) STATE VT	(18) ZIP CODE 05495
(19) DAYTIME TELEPHONE NUMBER (include area code) 802-922-9500	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0019-1315-31	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

Jean L. Kiddoo
Jeffrey R. Strenkowski
jean.kiddoo@bingham.com
jeffrey.strenkowski@bingham.com

April 5, 2013

Via Overnight Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000



Re: *In the Matter of the Joint Application of TelJet Longhaul, LLC (“Assignor”) and TVC Albany, Inc. (“Assignee”) For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission’s Rules to Complete a Transfer of Assets of an Authorized Domestic Section 214 Carrier*

Dear Ms. Dortch:

On behalf of TVC Albany, Inc. (“TVC”) and TelJet Longhaul, LLC (“TelJet”), enclosed please find an original and six (6) copies of an application for authority to complete the assignment of assets of TelJet to TVC. Also enclosed is a completed Fee Remittance Form 159 and a check in the amount of \$1,050.00, payable to the FCC, which satisfies the filing fee required for this Application.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,


Jean L. Kiddoo
Jeffrey R. Strenkowski 

Counsel for TVC Albany, Inc.

Beijing
Boston
Frankfurt
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
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Washington

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bingham.com

In the Matter of the Joint Application of

TelJet Longhaul, LLC
Assignor,

and

TVC Albany, Inc.
Assignee,

For Grant of Authority Pursuant to
Section 214 of the Communications Act of 1934,
as amended, and Sections 63.04, and 63.24 of the
Commission's Rules to Complete a
Transfer of Assets of an Authorized
Domestic Section 214 Carrier

I. INTRODUCTION

¹ Because TVC already holds blanket domestic Section 214 authority, the acquired assets will not

conditions of the services being received by customers will not change as a result of the transfer, the proposed transaction will be virtually transparent to TelJets's customers in terms of the services that those customers receive. The Applicants seek streamlined processing of this Joint Application pursuant to Section 63.03 of the Commission's Rules.

In support of this Joint Application, the Applicants respectfully submit the following information:

II. REQUEST FOR STREAMLINED PROCESSING

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. Specifically, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions); and (3) none of the Applicants or their Affiliates is dominant with respect to any service.

II. DESCRIPTION OF THE APPLICANTS

A. TVC Albany, Inc.

TVC is a privately-held company organized under the laws of the state of Delaware. TVC provides telecommunications services as a competitive local exchange and interexchange carrier in New York, New Hampshire and Massachusetts. TVC provides business and residential telecommunications and Internet access services to approximately

include TelJet's Section 214 authorization.

1,000 customers. TVC provides service over both resold facilities of underlying carriers, as well as over its own facilities, including a state of the art fiber optic communications network that currently comprises more than 450 route miles. TVC holds blanket domestic 214 authority to provide interstate telecommunications services, and holds authority to provide international telecommunications services.² In addition, TVC holds a nationwide common carrier wireless license in the 3650-3700 MHz band, under call sign WQLH897.

B. TelJet Longhaul, LLC

TelJet Longhaul, LLC is a Vermont limited liability company that has built a fiber optic network in Vermont and New Hampshire. TelJet offers telecommunications services for Internet access, Ethernet Circuits, and leasing of dark fiber. In addition, TelJet operates a data center providing a fully-redundant facility for companies looking to house their mission-critical equipment. TelJet currently operates in Vermont and New Hampshire, and holds blanket domestic 214 authority to provide interstate telecommunications services. (As noted above, because TVC already holds blanket domestic Section 214 authority, TelJet's blanket Section 214 authorization is not being assigned to TVC.)

III. DESCRIPTION OF THE TRANSACTION

On March 27, 2013, Applicants executed an Asset Purchase Agreement, whereby TVC will purchase TelJet's assets, including its customer base and other assets associated with its telecommunications services operations. As a result, TVC will replace TelJet as the telecommunications service provider, TelJet's current customers will be served by TVC and TelJet will cease to provide telecommunications services. Applicants emphasize that following

² See File No. ITC-214-19990825-00538, granted Sept. 17, 1999 (Tech Valley Communications) and File No. ITC-214-20010209-00086, granted Mar. 15, 2001 (Mid-Hudson Communications). See File No. ITC-T/C-20020307-00149, granted May 3, 2002 (transfer of control of Tech Valley Communications to TVC), File No. ITC-T/C-20020307-00158, granted May 3, 2002 (transfer of control of Mid-Hudson to TVC).

the transfer of customers from TelJet to TVC that those customers will continue to receive service under the same rates, terms, and conditions of service as the services those customers currently receive. Also, all of the affected customers will receive notice in compliance with the Commission's Rules.³

TVC is well-qualified to provide service to TelJet's customers. In connection with the proposed transaction, TVC will acquire substantially all of the assets of TelJet and will, therefore, own all of the assets and facilities currently used to provide service to customers. TVC's operations will be overseen by a well-qualified management team. Thus, TVC will be able to provide the same services at the same rates, terms and conditions as currently provided to TelJet's customers.

IV. PUBLIC INTEREST STATEMENT

The proposed transaction described above will serve the public interest by ensuring that TelJet's customers enjoy continuity of high quality telecommunications service. In particular, the assignment of TelJet's customers, together with the transfer of other assets required to serve those customers, will ensure that the customers continue to receive uninterrupted services. Moreover, TVC is well-qualified to replace TelJet as the service provider.

The proposed transaction will not be confusing to customers. Because the rates, terms and conditions of service will not change as a result of the transfer, the proposed transaction will be transparent to customers in terms of the services those customers receive. The proposed transaction will enhance the ability of TVC to provide high-quality telecommunications services in the affected market. This will invigorate competition and thereby benefit consumers of telecommunications services in affected market.

³ TVC will file the required certificate of compliance under separate cover.

V. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Section 63.04 of the Commission's Rules, the Applicants submit the following information:

63.04(a)(1): Name, address and telephone number of each Applicant:

Transferor

TelJet Longhaul, LLC
45 Krupp Drive
Williston, VT 05495
Tel. 802.922.9500

Transferee

TVC Albany, Inc.
41 State Street, 10th Floor
Albany, NY 12207
Tel. 518.598.0900

63.04(a)(2): Jurisdiction of Organizations:

Transferor

TelJet is a Vermont limited liability company.

Transferee

TVC is a Delaware corporation.

63.04(a)(3): Correspondence concerning this Application should be sent to:

Jean L. Kiddoo
Jeffrey R. Strenkowski
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006
Tel: (202) 373-6000
Fax: (202) 373-6001
Email: jean.kiddoo@bingham.com
jeffrey.strenkowski@bingham.com

63.04(a)(4): Ownership Information

The ownership of the Applicants will not be changed as a result of the proposed asset transfer transaction. The ownership of each Applicant is as follows:

TelJet Longhaul, LLC

The following entities hold a ten percent or greater direct interest in **TelJet Longhaul, LLC**:

- (1) Name: Vermont Fiberlink, LLC
 Address: 98 Engineers Drive, Williston, VT 05495
 Citizenship: U.S. (Vermont)
 Interest Held: 25%
 Principal Business: Holding Company

- (2) Name: TelJet, Inc.
 Address: 45 Krupp Drive, Williston, VT 05495
 Citizenship: U.S. (Delaware)
 Interest Held: 75%
 Principal Business: Holding Company

To TelJet's knowledge, no other person or entity owns or controls a 10% or greater attributable direct or indirect ownership interest in TelJet through **Vermont Fiberlink, LLC**.

The following persons hold a ten percent or greater attributable indirect ownership interest in TelJet through **TelJet, Inc.**:

- (1) Name: Gregory Kelly
 Address: P. O. Box 422, South Hero, VT 05486
 Citizenship: U.S.
 Attributable Interest: 47.5%
 Principal Business: Individual

- (2) Name: Douglas Hyde
 Address: 153 West Shore Road, Grand Isle, VT 05458
 Citizenship: U.S.
 Attributable Interest: 47.5%
 Principal Business: Individual

To TelJet's knowledge, no other person or entity owns or controls a 10% or greater attributable direct or indirect ownership interest in TelJet.

TVC Albany, Inc.

The following entity holds a ten percent or greater direct interest in **TVC Albany, Inc.**:

- (1) Name: Tech Valley Holdings, LLC
 Address: 699 Boylston Street, 8th Floor, Boston, MA 02116

Citizenship: U.S. (Delaware)
Interest Held: 100%
Principal Business: Holding Company

The following entities will hold a ten percent or greater attributable indirect ownership interest in TVC through **Tech Valley Holdings, LLC**:

- (1) Name: Riverside Fund IV, L.P. ("Riverside")
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor, Boston, MA 02116
Citizenship: U.S. (Delaware)
Attributable Interest: 58.0%
Principal Business: Investments
- (2) Name: Riverside Fund IV Offshore, L.P.
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S. (Delaware)
Attributable Interest: 19.5%
Principal Business: Investments

The general partner of Riverside and Riverside Fund IV Offshore, L.P. is Riverside Partners IV, L.P., whose ownership information is provided below.

To TVC's knowledge, no U.S. or foreign person or entity owns or controls a 10% or greater attributable indirect ownership interest in TVC through Riverside Fund IV Offshore, L.P.

The following entities currently hold a ten percent (10%) or greater attributable indirect ownership interest in TVC through **Riverside Fund IV, L.P.**:

- (1) Name: Riverside Partners IV, L.P.
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S. (Delaware)
Interest Held: General Partner
Principal Business: Investment
- (2) Name: Yale University
Address: 55 Whitney Avenue, 5th Floor
New Haven, Connecticut
Citizenship: U.S.
Attributable Interest: 14.81% Limited Partner

Principal Business: Education

- (3) Name: Arkansas Teacher Retirement System
Address: 1400 West Third Street
Little Rock, Arkansas
Citizenship: U.S.
Attributable Interest: 13.16% Limited Partner
Principal Business: Investment
- (4) Name: West Virginia Investment Management Board
Address: 500 Virginia Street, Suite 200
Charleston, West Virginia 25301
Citizenship: U.S.
Attributable Interest: 13.16% Limited Partner
Principal Business: Investment

To TVC's knowledge, no individual or entity holds a ten percent (10%) or greater attributable indirect ownership interest in TVC through **Yale University, Arkansas Teacher Retirement System**, or the **West Virginia Investment Management Board**.

The following individuals or entities currently hold a ten percent (10%) or greater interest in **Riverside Partners IV, L.P.**, the General Partner of Riverside and Riverside Fund IV Offshore, L.P.:

- (1) Name: David Belluck
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S.
Interest Held: Less than 50%
Principal Business: Individual
- (2) Name: Brian Guthrie
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S.
Interest Held: Less than 50%
Principal Business: Individual
- (3) Name: Steve Kaplan
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S.
Interest Held: Less than 50%
Principal Business: Individual

- (4) Name: Riverside Partners IV, LLC
 Address: c/o Riverside Partners, LLC
 699 Boylston Street, 14th Floor
 Boston, MA 02116
 Citizenship: U.S. (Delaware)
 Interest Held: General Partner
 Principal Business: Investment

Riverside Partners IV, L.P. is managed by an investment committee composed of six members, who are: David Belluck, Philip Borden, Ian Blasco, Brian Guthrie, Steven F. Kaplan, and Jon Lemelman. All members of the investment committee are United States citizens and the business address for each member of the investment committee is:

c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116

The sole members of **Riverside Partners IV, LLC** are:

- (1) Name: David Belluck
 Address: c/o Riverside Partners, LLC
 699 Boylston Street, 14th Floor
 Boston, MA 02116
 Citizenship: U.S.
 Interest Held: Greater than 50%
 Principal Business: Individual
- (2) Name: Brian Guthrie
 Address: c/o Riverside Partners, LLC
 699 Boylston Street, 14th Floor
 Boston, MA 02116
 Citizenship: U.S.
 Interest Held: Less than 50%
 Principal Business: Individual

63.04(a)(5): Anti-Drug Abuse Act Certification

TVC and TelJet hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to this Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

63.04(a)(6): Description of the Transaction

A description of the proposed transaction is set forth in **Section III** above.

63.04(a)(7): Geographic Areas Served

TVC holds authority to provide services in New York, Massachusetts, and New Hampshire.

TelJet holds authority to provide services in Vermont and New Hampshire.

63.04(a)(8): Streamlining Categorization

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

63.04(a)(9): Additional FCC Applications

No other applications are being filed with the Commission with respect to this transaction.

63.04(a)(10): Special Consideration Requests

Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

63.04(a)(11): Waiver Requests

No waiver requests are being filed in conjunction with the transaction.

63.04(a)(12): Public Interest Statement

A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

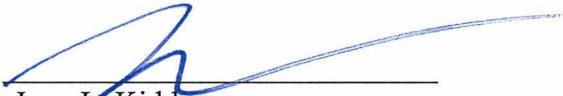
VI. CONCLUSION

For the foregoing reasons, the Applicants respectfully submit that grant of this Joint Application by the Commission would serve the public interest, convenience and necessity.

Respectfully submitted,

Gregory Kelly
President
TelJet Longhaul, LLC
45 Krupp Drive
Williston, VT 05495
Tel: (802) 922-9505
Fax: (802) 264-3003
gkelly@teljet.com

By:



Jean L. Kiddoo
Jeffrey R. Strenkowski ✓
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Washington, DC 20006-1806
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jean.kiddoo@bingham.com
jeffrey.strenkowski@bingham.com

COUNSEL FOR TVC ALBANY, INC.

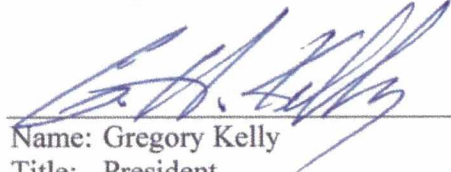
Dated: April 5, 2013

Verifications

DECLARATION

I, Gregory Kelly, declare that I am President of TelJet Longhaul, LLC ("TelJet"); that I am authorized to make this verification on behalf of TelJet; that the foregoing application was prepared under my direction and supervision; and that the contents of that application with respect to TelJet are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 5th day of April, 2013.

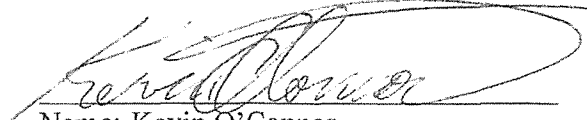


Name: Gregory Kelly
Title: President
TelJet Longhaul, LLC

DECLARATION

I, Kevin O'Connor, state that I am Chief Executive Officer of TVC Albany, Inc. ("TVC"); that I am authorized to make this verification on behalf of TVC; that the foregoing application was prepared under my direction and supervision; and that the contents of that application with respect to TVC are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 5th day of April, 2013.

A handwritten signature in black ink, appearing to read "Kevin O'Connor", is written over a horizontal line.

Name: Kevin O'Connor
Title: Chief Executive Officer
TVC Albany, Inc.